Assignor/Transferor Certification Statements

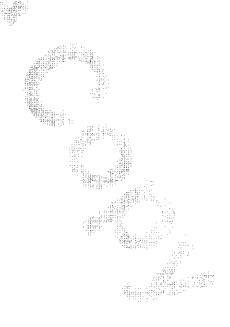
- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

annipor D	BODE	ESQ
		230
griffin Till		
han' alba.		105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Assignee/Transferee Certification Statements

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until
	the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is
	subject to streamlined notification procedures for proforma assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of
	the Commission's Rules.

- The Assignee/Transferee walves any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*
 - *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request."
- 4) The Assigned/Transfered agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name:	MI:	Last Name:	Suffix:
John	Т	Scott	III
107) Title: VP Deputy General Counsel - Regulatory L		25 10000	
Signature: John T Scott III		1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	108) Date: 06/13/2008

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Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Numb e r	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKN899	CL - Cellular						Ÿ
WMI753	CF - Common Carrier Fixed Point to Point Microwave						Ÿ
WMK345	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ649	CF - Common Carrier Fixed Point to Point Microwave			· · · · · · · · · · · · · · · · · · ·			Υ
WMQ650	CF - Common Carrier Fixed Point to Point Microwave				· · · · · · · · · · · · · · · · · · ·		Υ
WMS497	CF - Common Carrier Fixed Point to Point Microwave	bt and a second					Y
WMT351	CF - Common Carrier Fixed Point to Point Microwave			HS.			Υ
WMT659	CF - Common Carrier Fixed Point to Point Microwave						Υ
WMW201	CF - Common Carrier Fixed Point to Point Microwave						Y
WMW251	CF - Common Carrier Fixed Point to Point Microwave						Υ
WPJA835	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNB538	CF - Common Carrier Fixed Point to Point Microwave						Ÿ

Attachment(s):

Type	Description	Date Entered	
0	Exhibit 1	06/07/2008	
	<u> </u>		

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 14:01:50

File Number: 0003465062

FCC 603

FCC Application for Assignments of Authorization and Transfers of Control:

Approved by OMB

Main Form Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

3060 - 0800 See instructions for public burden estimate

General Information

Application Purpose (Select only one) (TC)	
AA - Assignment of Authorization AM - Amendment TC - Transfer of Control WD - Withdrawal EX - Required Notification (For Consumm EX - Request for Extension of Time (To Consumm EX - Request for Extension of Time (To Consumm EX - Request for Extension of Time (To Consumm EX - Request for Extension of Time (To Consumm EX - Required Notification (For Consumm EX - Requ	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
4) Are attachments being filed with this application?	(Y)Yes No
Fees and Waivers	
5a) Is the applicant exempt from FCC application fees?	(N) <u>Y</u> es <u>N</u> o
If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees. 5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N)Yes No
If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(N,) <u>Y</u> es <u>N</u> o
If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	(a ₂).
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?		N) Yes	
8a) The Assignment of Authorization or Transfer of Control is:	(X)Voluntary () Involur	ntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY)	1 1	
9a) Is this application a pro forma Assignment of Authorization or Transfer of Control?		N <u>Y</u> es	No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?) <u>Y</u> es	<u>N</u> o
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYY)	11_	
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.) <u>Y</u> es	<u>N</u> o
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	(,,,) <u>Y</u> es	<u>N</u> o
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?) <u>Y</u> es	<u> </u>

11)	How will/has the Assignment of Authoriza	tion or Transfer of Control	he/heen accomplished? Select Occ. / :	r 1		
	Sale or other assignment of assets	Court order	Reorganization or liquidation	1 }		
	Fransfer of stock or other ownership inter-	_	Neorganization or inquidation			
_						
2	Other (voting trust agreement, manageme	ent contract, etc.).				
Desig	nated Entity Information (If 12a, 12	b or 12c is 'Y', Schedule A	is required to be completed.)	·		
12a)	Does this application for Assignment of A originally awarded with bidding credits w		Control involve any licenses that were		() Yes No
12b)	Does this application for Assignment of A originally subject to the Commission's in		Control involve any licenses that were		() <u>Y</u> es <u>N</u> o
12c)	Does this application for Assignment of A originally granted pursuant to closed bio				() Yes No
Com	petition-Related Information					
13)	Does this application for Assignment of be used for interconnected mobile voice				(Y) <u>Y</u> es <u>N</u> o
	a geographic overlap with another licer indirect interests (of 10 percent or more)					
	could be used to provide interconnected					
14a)	Does the Assignee/Transferee hold dire	ct or indirect interests (of 1	Opercent or more) in any entity that		(y) <u>Y</u> es <u>N</u> o
	already has access to 10 MHz or more s Specialized Mobile Radio (SMR) service	spectrum in the Cellular Ra	diotelephone, broadband PCS, or		` .	/ _ - _ -
	geographic area?	es anough license(s), leas	e(s), of sublease(s) in the same			
14b)	Would/does this application for Assignm	nent of Authorization or Fra	inster of Control reduce the number		(Y) <u>Y</u> es <u>N</u> o
ĺ ,	of entities providing service (using speciaffected market(s)?				•	, <u></u> .
L	and died market(d);		AUTORIO			
Broa	dband Radio Service and Education	onal Broadband Service	e Information			
15a)	Will the requested facilities be used to p	rovide multichannel video	programming?		() <u>Y</u> es <u>N</u> o
15b)	If 15a is 'Y', does the Assignee/Transfe	ree operate, control or hav	ve attributable interest (as defined in			
,	Section 27.1202 of the Commission's R	ules) in a cable television s			() <u>Y</u> es <u>N</u> o
	located within the geographic area of the	le requested facilities?				
	If 'Y', provide an exhibit explaining how	the Assignee/Transferee c	omplies with Section 27,1202 of the			
	Commission's Rules or justifying a waiv requested, 6a must be answered 'Y'.	er of that rule. If a waiver of	of the Commission's Rule(s) is being			
16)	Does the Assignee/Transferee comply v	with the programming requi	irements contained in Section		,	\Voc No
10,	27.1203 of the Commission's Rules?	vian are programming requi	Terrema contained in Section		•) <u>Y</u> es <u>N</u> o
1	If 'N', provide an exhibit explaining how t	he Assignee/Transferee co	omplies with Section 27.1203 of the			
	Commission's Rules or justifying a waive requested, 6a must be answered 'Y'.	er of that rule. If a waiver o	of the Commission's Rule(s) is being			
L						
				2455411-2807-1-7-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1		

Assignor/Licensee Information							
17) Assignor/Licensee is a(n): (Select One)			·				
☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☒ Limited Liability Company							
General Partnership Limited Partnership	Limited Liabili	lity Partnership Co	onsortium				
Other:							
18) FCC Registration Number (FRN):0007545676	··						
19) First Name (if individual):	MI:	Last Name:			Suffix:		
20) Legal Entity Name (if not an individual): Great Western	Cellular Holdir	ngs, L.L.C. d/b/a Alltel	<u></u>		· • • • • • • • • • • • • • • • • • • •		
21) Attention To: Wireless Regulatory Supervisor							
22) P.O. Box:		t Address: One Allied Dri	ve, B1F02-[D			
24) City: Little Rock		25) State: Al	R	26) Zip Code:72202			
27) Telephone Number: (501)905-8555		28) Fax Number: (501	1)905-6193				
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.com		: 2015 1881:					
30) Demographics of Assignor/Licensee (Optional)): :						
Race: Et	hnicity: Hispanic or L	anno		nder: Male			
	Not Hispanic		□F	Female			
Black or African-American	3.						
Native Hawaiian or Other Pacific Islander							
L White		9: 11: 11: 11: 11: 11: 11: 11: 11: 11: 1					
Assignor/Licensee Contact Representative	Τ	ا. افتواناش	uni etti. Keritti	· · · · · · · · · · · · · · · · · · ·			
31) First Name:	MI:	Last Name:	;**	Suffi	x :		
32) Company Name: Alltel Communications, LLC		1	ASTRA CO				
33) Attention To: Wireless Regulatory Supervisor				4 100			
34) P.O. Box: Ann. /Or		et Address: Allied Drive, B1F02-D	1620 1628 1631 174 1631 1751 1864 1631 1647				
36) City: Little Rock		37) State: Al		38) Zip Code: 72202	<u>·</u>		
39) Telephone Number: (501)905-8555	-	40) Fax Number: (501)905-61 93				
41) E-Mail Address: ACI, Wireless. Regulatory @ alltel.com				2/4 - 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	170.00		

14 - Tanan Kalendari

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)						
☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☒ Limited Liability Company						
General Partnership Limited Partnership	Lie	mited Liability	Partners	hip Consort	iium	:
Other:			_			
43) FCC Registration Number (FRN): 0016511974				• •		
44) First Name (if individual):	MI:	· · · · · · · · · · · · · · · · · · ·	Last Na	ime:		Suffix:
45) Legal Entity Name (if not an individual): Atlantis Holdings LLC						
46) Attention To: Clive D. Bode, Esq.						
47) P.O. Box: And And And And And And And And And An						
49) City: Fort Worth	50) State: TX 51) Zip Code: 76102					Code: 76102
52) Telephone Number: (817)871-4000 53) Fax Number:						
54) E-Mail Address: cbode@tpg.com						
55) Demographics of Transferor (Optional):		100000000000000000000000000000000000000				
Race: American Indian or Alaska Native	Ethn	i city: spanic or Lati	no	y Y	Gender: Male	
Asian	□N	ot Hispanic or	Latino	Atoleja	Female	
Black or African-American						
Native Hawaiian or Other Pacific Islander						
∐ White				.najedo	L	
Transferor Contact Representative	.			1000011571.00 00 0100117517 1100117517	For Day	
56) First Name: Kathleen	MI:	<u> </u>	Last Na	ime: Abernathy		Suffix:
57) Company Name: Akin Gump Strauss Hauer & Fel	ld LLP					
58) Attention To:						
59) P.O. Box: And /Or 60) Street Address: 1333 New Hampshire Ave., NW						
61) City: Washington				62) State: DC	63) Zip	Code; 20036
64) Telephone Number: (202)887-4125			65) Fax	Number: (202)887-4	288	
66) E-Mail Address: kabernathy@akingump.com						

Assignee/Transferee Information							
67) Assignee/Transferee is a(n): (Select One)							
Individual Unincorporated Association	Trust	Gove	ernment E	ntity Corpor	ration [Limited t	iability Company
☐ Limited Partnership	Li	mited Liability	Partners	hip 🗌 Conso	rtium		
Other: minimum.							
68) FCC Registration Number (FRN): 0003290673							
69) First Name (if individual):		MI:	Last Na	ime:			Suffix:
70) Legal Entity Name (if not an individual): Cellco Partnership							
71) Attention To: Michael Samsock	: t.						
72) Real Party in Interest FCC Registration Number (F)	RN): (0003290673				<u></u>	
73) Name of Real Party in Interest: Cellco Partnership) (12 m)		-,,,,,				
74) P.O. Box:	And /Or	75) Street /	Address:	1300 Eye St., N.W.	- Suite 4	00 West	
76) City: Washington, D.C.	76) City: Washington, D.C. 77) State: DC 78) Zip Code: 20005						
79) Telephone Number: (202)589-3768			80) Fax	Number: (202)58	9-3750		
81) -E-Mail-Address: michael.samsock@verizonwirele	ss.com			11. 11. 11. 11.			
			:				
82) Demographics of Assignee/Transferee (Opt Race:		: icity:	roinimu.		Gen	der:	
American Indian or Alaska Native	□₩	ispanic or Lat	ino			lale	
Asian	ļΩΝ	ot Hispanic or	Latino		F	emale	
Black or African-American				1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			
☐ Native Hawaiian or Other Pacific Islander☐ White				LE COMBRET COMPANY			
Assignee/Transferee Contact Representative (if	other	than Assign	ee/Trans	sferee)	\ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\		
83) First Name: Nancy		l: J	[ame: Victory	::: ::::::::::::::::::::::::::::::::::		Suffix:
84) Company Name: Wiley Rein LLP			1		512		
85) Attention To:							
86) P.O. Box:	And /Or	87) Street /	Address:	1776 K. St., N.W.	40 111 43 1143		Control of the contro
88) City: Washington, D.C.	,01			89) State: DC			ode: 20006
91) Telephone Number: (202)719-7344			92) Fax	Number: (202)719	-7049	10 - 10 - 10 - 10 - 10 - 10 - 10 - 10 -	
93) E-Mail Address: nvictory@wileyrein.com							

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(_Y) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172

Alien Ownership Information

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?	(ү) <u>Y</u> es <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(_N) <u>Y</u> es <u>N</u> o

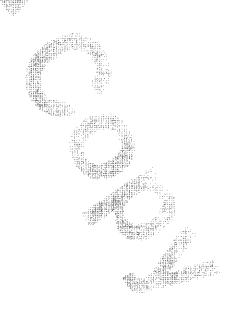
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Typed or Printed Name of Party Authorized to Sign

103) First Name:		MI:	Last Name:	Suffix:
CLIVE		D	BODE	ESQ
104) Title: VICE PRESIDENT				
Signature:	Allien Hill	u.:ii:		105) Date:
CLIVE D BODE ESQ				06/13/2008

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Typed or Printed Name of Party Authorized to Sign

106) First Name: John	MI: T	Last Name: Scott	Suffix: III
107) Title: VP Deputy General Counsel - Regulatory L			
Signature: John T Scott III		11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	108) Date: 06/13/2008

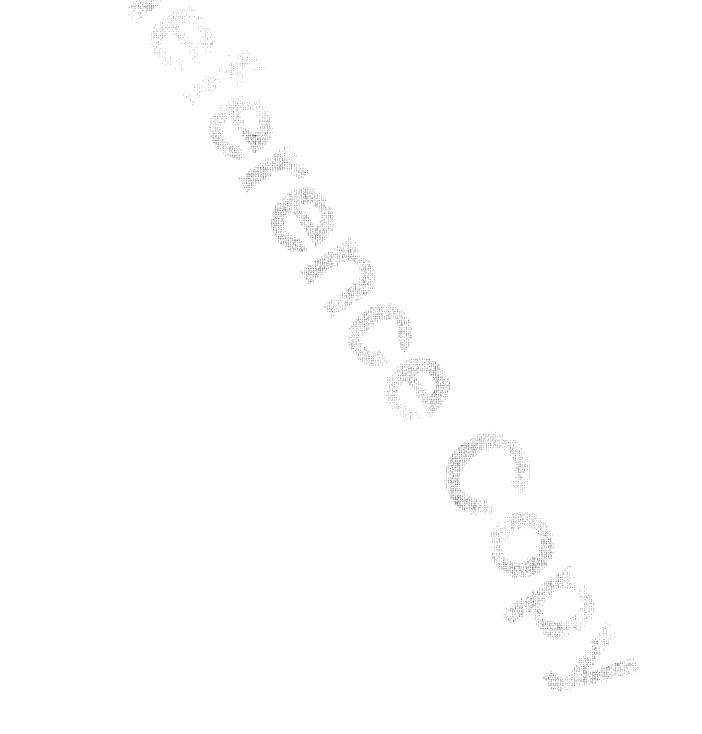
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Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPSJ612	CL - Cellular	:					Y



Attachment(s):

Туре	Description	Date Entered
0	Exhibit 1	06/07/2008
:		

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 14:01:05 File Number: 0003465060

FCC 603 Main Form FCC Application for Assignments of Authorization and Transfers of Control:

Approved by OMB 3060 - 0800

Wireless Telecommunications Bureau Public Safety and Homeland Security Bureau

See instructions for public burden estimate

General Information

281. 382	
Application Purpose (Select only one) (TC)	
AA - Assignment of Authorization AM - Amendment TC - Transfer of Control WD - Withdrawal EX - Request for Extension of Time (To	mation of an Assignment or Transfer) Consummate an Assignment or Transfer)
 If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending of consented to application currently on file with the FCC. 	r File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee affiliates of the licensee (e.g., parents, subsidiaries or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment of transfer of non-wireless licenses/authorizations for which Commission approval or notification is required.	
4) Are attachments being filed with this application?	(Y) <u>Y</u> es <u>N</u> o
Fees and Waivers	
5a) Is the applicant exempt from FCC application fees?	(N) Yes No
If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) <u>Y</u> es <u>N</u> o
If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(N) <u>Y</u> es <u>N</u> o
If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including justification for the waiver request.	a l
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:

Additional Transaction Information

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12 (12 (12 (12 (12 (12 (12 (12 (12 (12 ((!	Ŋ <u>Y</u> es	Nc
(X) Voluntary	() Involu	ntan
(MM/DD/YYYY			
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	() <u>Y</u> es	<u>N</u>
	(X,)Voluntary (MM/DD/YYYY) ocedures (MM/DD/YYYY)	(X)Voluntary ((MM/DD/YYY) / (I) ocedures (MM/DD/YYY) /	(N) Yes (X) Voluntary () Involuntary (N) Yes (N) Yes (N) Yes ocedures () Yes

11) 1	How will/has the Assignment of Authorizatio	n or Transfer of Contro	ol be/been accomplished? Select One: (т)	
<u> </u>	gale or other assignment of assets	<u>C</u> ourt order	Reorganization or liquidation		
<u> </u>	ransfer of stock or other ownership interest	s			
2	Other (voting trust agreement, management	contract, etc.):			
	THE STATE OF THE S	· _			
	17 (27) (17				
Desig	gnated Entity Information (If 12a, 12b o	or 12c is 'Y', Schedule A	A is required to be completed.)		
	Does this application for Assignment of Authoriginally awarded with bidding credits with		f Control involve any licenses that were	() <u>Y</u> es <u>N</u> o
	Does this application for Assignment of Authoriginally subject to the Commission's insta		f Control involve any licenses that were	() <u>Y</u> es <u>N</u> o
12c)	Does this application for Assignment of Aut originally granted pursuant to closed biddl			() <u>Y</u> es <u>N</u> o
Comi	petition-Related Information				
13)	Does this application for Assignment of Au be used for interconnected mobile voice an a geographic overlap with another license indirect interests (of 10 percent or more), el	d/or data services that v e(s) in which the Assign lther as a licensee or sp	would, if assigned or transferred, create nee/Transferee already holds direct or tectrum lessee/sublessee, and that also	(Y) <u>Y</u> es <u>N</u> o
	could be used to provide interconnected m	obile voice and/or data	a services?		
14a)	Does the Assignee/Transferee hold direct already has access to 10 MHz or more spe Specialized Mobile Radio (SMR) services geographic area?	ectrum in the Cellular R	tadiotelephone, broadband PCS, or	(Y) <u>Y</u> es <u>N</u> o
14b)	Would/does this application for Assignmer of entities providing service (using spectru affected market(s)?			(Y) <u>Y</u> es <u>N</u> o
Broa	dband Radio Service and Education	al Broadband Servi	ice Information		
15a)	Will the requested facilities be used to pro-	vide multichannel video	o programming?	() <u>Y</u> es <u>N</u> o
15b)	If 15a is 'Y', does the Assignee/Transfered Section 27.1202 of the Commission's Rule	s) in a cable television		() <u>Y</u> es <u>N</u> o
	located within the geographic area of the	requested facilities?	ر ده داختره او در در در د		
	If 'Y', provide an exhibit explaining how the Commission's Rules or justifying a waiver requested, 6a must be answered 'Y'.				
16)	Does the Assignee/Transferee comply with 27.1203 of the Commission's Rules?	the programming requ	uirements contained in Section	fills.) <u>Y</u> es <u>N</u> o
	If 'N', provide an exhibit explaining how the Commission's Rules or justifying a waiver or requested, 6a must be answered 'Y'.				

Assignor/Licensee Information						
17) Assignor/Licensee is a(n) (Select One)						
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	ernment E	intity	oration X Lim	ited Liability Company
General Partnership Limited Partnership	Li	mited Liability	/ Partners	hip Conso	ortium	
Other:				,		
18) FCC Registration Number (FRN):0014034417						
19) First Name (if individual):		MI:	Last	Name:		Suffix:
20) Legal Entity Name (if not an individual): ID Holding	ı, LLC c	I/b/a Alttel				
21) Attention To: Wireless Regulatory Supervisor						
22) P.O. Box:	And /Or	23) Street /	Address:	One Allied Drive,	B1F02-D	
24) City: Little Rock				25) State: AR	26) Zi _l	o Code:72202
27) Telephone Number: (501)905-8555			28) Fax	Number: (501)90	05-6193	
29) E-Mail Address: ACI, Wireless. Regulatory@alltel.	com		i: Ki:			
<u> </u>	***	10111 d	14 14 14 14			
30) Demographics of Assignor/Licensee (Optio		icity:			Gender:	
American Indian or Alaska Native		ispanic or Lat	ino		Male	
Asian	∣□n	ot Hispan ic o	r Latino		Female	
Black or African-American		• •	MUH- adji			
Native Hawaiian or Other Pacific Islander			11811			
White				id feet l		
Assignor/Licensee Contact Representative					2000 C. C.	
31) First Name:		MI:	Last Na	ame:	1971 (1971) 1973 (1971) 1981 (1971) 1981 (1971)	Suffix:
32) Company Name: Alltel Communications, LLC						
33) Attention To: Wireless Regulatory Supervisor				**************************************		
34) P.O. Box:	And /Or	35) Street A		B1F02-D		.efb
36) City: Little Rock		207.11		37) State: AR		ip Code: 72202
39) Telephone Number: (501)905-8555			40) Fax	Number: (501)90	5-6193	
41) E-Mail Address: ACI.Wireless.Regulatory@alltel.d	com				. 12	
						A CONTRACTOR OF THE CONTRACTOR

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)							
☐ Individual ☐ Unincorporated Association ☐	Trust	Government E	intity Corporati	on X Limited Liab	oility Company		
General Partnership. Limited Partnership	Limited Lia	ability Partners	hip Consortiu	ım			
Other:							
43) FCC Registration Number (FRN): 0016511974				_			
44) First Name (if individual):	MI:	Last Na	ame:		Suffix:		
45) Legal Entity Name (if not an individual): Atlantis Holdings LLC							
46) Attention To: Clive D. Bode, Esq.	ANDERS	"					
	And /Or 48) St	reet Address:	301 Commerce Stree	et, Suite 3300			
49) City: Fort Worth 50) State: TX 51) Zip Code: 76102							
52) Telephone Number: (817)871-4000		53) Fax	Number:				
54) E-Mail Address: cbode@tpg.com	THE PERSON NAMED IN COLUMN TWO	1 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	_ 10				
55) Demographics of Transferor (Optional):	199		s.				
Race: American Indian or Alaska Native	Ethnicity:	or Latino	14 2 7 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Gender: Male			
Asian	☐ Not Hispa	nic or Latino		Female			
Black or African-American			Number of State of St				
Native Hawaiian or Other Pacific Islander			STAN CONTROL OF THE PROPERTY O				
∐ White		 .					
Transferor Contact Representative			25(1) \$2 \$2 \$2 \$2 \$2 \$2 \$2 \$2 \$2 \$2 \$2 \$2 \$2	Tage 1			
56) First Name: Kathleen	MI: Q	Last N	ame: Abemathy		Suffix:		
57) Company Name: Akin Gump Strauss Hauer & Fel	d LLP		201 FARM (1)	41.1			
58) Attention To:							
59) P.O. Box: And /Or 60) Street Address: 1333 New Hampshire Ave. NW							
61) City: Washington 62) State: DC 63) Zip Code: 20036							
64) Telephone Number: (202)887-4125 65) Fax Number: (202)887-4288							
66) E-Mail Address: kabernathy@akingump.com							

Assignee/Transferee Information					_			
67) Assignee/Transferee is a(n): (Select One)								
Individual Unincorporated Association	Trust	Gove	ernment E	ntity [] Corpora	tion [Limited l	iability Company
☐ Committed Partnership		imited Liability	Partners	hip [Consorti	um		
Other: (3-1)								
68) FCC Registration Number (FRN): 0003290673								
69) First Name (if individual):		MI:	Last Na	ıme:		•		Suffix:
70) Legal Entity Name (if not an individual): Cellco Pa	rtnersh	ip						
71) Attention To: Michael Samsock								
72) Real Party in Interest FCC Registration Number (F	RN):	0003290673		.				
73) Name of Real Party in Interest: Cellco Partnershi	p. Hill							
74) P.O. Box:	And /Or	75) Street A	\ddress:	1300 Eye	St., N.W	Suite 4	100 West	
76) City: Washington, D.C.		CM I STATE OF THE		77) Sta	te: DC		78) Zip Co	de: 20005
79) Telephone Number: (202)589-3768			80) Fax	Number:	(202)589-	3750		
81) E-Mail Address: michael.samsock@verizonwirele	ss.con	1—————————————————————————————————————		leš:				
(Op: Demographics of Assignee/Transferee) <u>: </u>	i Charles Chairles					
Race: American Indian or Alaska Native		ni city: lispanic or Lat	ino			Gend	der: ale	
Asian		lot Hispanic o	Latino			□ F	emale	
Black or African-American								
Native Hawaiian or Other Pacific Islander								
White	_						.:	
Assignee/Transferee Contact Representative (i	fother	than Assign	ee/Trans	sferee)	<u> </u>	# 17		
83) First Name: Nancy	М	ll: J	Last Na	ime: Vic	tory			Suffix:
84) Company Name: Wiley Rein LLP			•		:			
85) Attention To:								Constant of the constant of th
86) P.O. Box:	And /Or	87) Street	Address:	1776 K S	St., N.W.		91.3 48. 1 88.5	A COMMANDER OF THE COMM
88) City: Washington, D.C.				89) Sta	te: DC		90) Zip C	ode: 20006
91) Telephone Number: (202)719-7344			92) Fax	Number:	(202)719-7	049	14-19 ki.	
93) E-Mail Address: nvictory@wileyrein.com						•		
								FCC 603 - Main Form

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(_Y) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172

Alien Ownership Information

	<u> </u>
95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(Ŋ) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?	(ү) <u>Ү</u> ез <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N) <u>Y</u> es <u>N</u> o

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name: MI: Last Name: Suffix:
CLIVE D BODE ESQ

104) Title: VICE PRESIDENT

Signature: CLIVE D BODE ESQ 105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

